

1 MRE  
2 BRANDON L. PHILLIPS, ESQ.  
3 Nevada Bar No. 12264  
4 Brandon L. Phillips, Attorney at Law, PLLC  
5 3993 Howard Hughes Parkway, Suite 470  
6 Las Vegas, NV 89169  
7 702-795-0097, 702-795-0098fax  
8 blp@abetterlegalpractice.com  
9 Attorney for Debtor  
10 *Millenium Holding Group, Inc.*

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**UNITED STATES BANKRUPTCY COURT**

**DISTRICT OF NEVADA**

9 In re MILLENIUM HOLDING GROUP,  
10 INC.,  
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Debtor

In Proceedings under Chapter 7

CASE NO. BK-10-33982-bam

**DEBTOR'S EX-PARTE MOTION TO RE-OPEN THE CHAPTER 7 BANKRUPTCY  
AND ADMINISTER ASSETS**

15 COMES NOW, Debtor, MILLENIUM HOLDING GROUP, INC., (hereinafter, the  
16 "Debtor") by and through its attorney of record, BRANDON L. PHILLIPS, ESQ., with the law  
17 firm BRANDON L. PHILLIPS, ATTORNEY AT LAW, PLLC, seeking that this Court issue an  
18 order to Re-Open the Bankruptcy and Administer Assets, in accordance with Federal Rules of  
19 Civil Procedure 11 U.S.C. Code § 350 and reinstate the automatic stay without prejudice to  
20 Debtor.  
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### FACTUAL BACKGROUND

On December 28, 2010, Debtor filed a Voluntary Chapter 7 Petition through its then counsel of record, Robert Atkinson. (*See Exhibit 1 – Docket Report*). A Notice of Meeting of Creditors, & Deadlines was entered on December 31, 2010. (*See Exhibit 2 – Notice of Chapter 7 Bankruptcy Case, Meeting of Creditors, & Deadlines*). The Notice was specifically sent to all known creditors, which included Thomas F. Kennedy at P.O. Box 68127-0844. A Final Decree was entered on March 18, 2011. (*See Exhibit 3 – Final Decree*).

On March 5, 2014, Thomas F. Kennedy filed a suit against Richard Ham, Carla Ham, and Millenium Holding Group, Inc., which include derivative claims, Eighth Judicial District Court Case No. A-14-697225-B. (*See Exhibit 4 – Complaint*). It has remained throughout the case, Defendants' position that the derivative claims should have been brought during the above mentioned Bankruptcy, as the Complaint asserted claims of mismanagement of the company that occurred by Richard Ham and Carla Ham (aka Carla Aufendkamp) before the bankruptcy and during the bankruptcy. Plaintiff asserts that damages or judgments received as a result of the litigation will become an asset of the Millenium.

The above stated case is set for trial during the stack of cases set to be litigated beginning July 7, 2016. Therefore, it is necessary that this Court reinstate the "stay," until a Trustee can be appointed and a determination can be reached regarding the value of the assets of the Corporation.

### LEGAL ARGUMENT

In accordance with Federal Bankruptcy Rule 11 U.S.C. Code § 350 (b) A case may be reopened in the court in which such case was closed to administer assets, to accord relief to the debtor, or for other cause. Debtor hereby requests that this case be reopened for the purpose of

1 administering assets of the Corporation. Specifically the assets of the derivative claims asserted  
2 by shareholder, Thomas F. Kennedy.

3 Pursuant to Local Rule 5010, 28 U.S.C. § 1930(a), and by the Judicial Conference of the  
4 United States, which requires the Debtor to disclose whether any fees from the original case  
5 remain outstanding and whether those fees have been or will be paid, Debtor hereby affirms that  
6 there are no outstanding fees now due and owing to this Court.  
7

8 **CONCLUSION**

9 Debtor hereby requests that this Court Re-Open Bankruptcy Case No. 10-33982-bam, *In*  
10 *re. Millenium Holding Group, Inc.* Further, Debtor requests that an immediate stay be issued  
11 until a Trustee can be appointed and the assets of the Corporation can be properly administered.  
12

13 Submitted this 24<sup>th</sup> date of June, 2016.  
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15 

16 BRANDON L. PHILLIPS, ESQ.  
17 Nevada Bar No. 12264  
18 Brandon L. Phillips, Attorney at Law, PLLC  
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21 702-795-0097, 702-795-0098fax  
22 blp@abetterlegalpractice.com  
23 Attorney for Debtor  
24 *Millenium Holding Group, Inc.*  
25  
26  
27  
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# **Exhibit 1**

# **Exhibit 1**

BAPCPA, CLOSED

**U.S. Bankruptcy Court  
District of Nevada (Las Vegas)  
Bankruptcy Petition #: 10-33982-bam**

Assigned to: BRUCE A. MARKELL  
Chapter 7  
Voluntary  
No asset

Date filed: 12/28/2010  
Date terminated: 03/18/2011  
341 meeting: 02/02/2011

Debtor disposition: Discharge Not Applicable

**Debtor**

**MILLENIUM HOLDING GROUP, INC.**  
P.O. BOX 530512  
HENDERSON, NV 89053  
CLARK-NV  
Tax ID / EIN: 88-0109108

represented by **ROBERT ATKINSON**  
ATKINSON LAW  
ASSOCIATES LTD  
8965 S. EASTERN AVE  
SUITE 260  
LAS VEGAS, NV 89123  
(702) 614 0600  
Fax : (702) 614 0647  
Email: [robert@nv-lawfirm.com](mailto:robert@nv-lawfirm.com)

**Trustee**

**WILLIAM A LEONARD**  
6625 S. VALLEY VIEW #224  
LAS VEGAS, NV 89118  
(702) 262-9322

**U.S. Trustee**

**U.S. TRUSTEE - LV - 7**  
300 LAS VEGAS BOULEVARD, SO.  
SUITE 4300  
LAS VEGAS, NV 89101

Filing Date	#	Docket Text
12/28/2010	<u>1</u> (62 pgs)	Chapter 7 Voluntary Petition. Fee Amount \$299. Filed by ROBERT ATKINSON on behalf of MILLENIUM HOLDING GROUP, INC. (ATKINSON, ROBERT) (Entered: 12/28/2010)
12/28/2010	<u>2</u> (1 pg)	Declaration Re: Electronic Filing Filed by ROBERT ATKINSON on behalf of MILLENIUM HOLDING

		GROUP, INC. (ATKINSON, ROBERT) (Entered: 12/28/2010)
12/28/2010	<u>3</u>	Receipt of Filing Fee for Voluntary Petition 7(10-33982) [misc,volp7pb] ( 299.00). Receipt number 9950033, fee amount \$ 299.00. (U.S. Treasury) (Entered: 12/28/2010)
12/28/2010	<u>4</u> (2 pgs)	Meeting of Creditors and Notice of Appointment of Trustee WILLIAM A LEONARD. 341 meeting to be held on 02/02/2011 at 09:30 AM at 341s - Foley Bldg,Rm 1500. (Entered: 12/28/2010)
12/31/2010	<u>5</u> (5 pgs)	BNC Certificate of Mailing (Related document(s) <u>4</u> Meeting of Creditors Chapter 7 No Asset (BNC)) No. of Notices: 117. Service Date 12/31/2010. (Admin.) (Entered: 12/31/2010)
02/03/2011	<u>6</u>	Chapter 7 Trustee's Report of No Distribution: I, WILLIAM A LEONARD, having been appointed trustee of the estate of the above-named debtor(s), report that I have neither received any property nor paid any money on account of this estate; that I have made a diligent inquiry into the financial affairs of the debtor(s) and the location of the property belonging to the estate; and that there is no property available for distribution from the estate over and above that exempted by law. Pursuant to Fed R Bank P 5009, I hereby certify that the estate of the above-named debtor(s) has been fully administered. I request that I be discharged from any further duties as trustee. Key information about this case as reported in schedules filed by the debtor(s) or otherwise found in the case record: This case was pending for 1 months. Assets Abandoned (without deducting any secured claims): \$ 0.00, Assets Exempt: Not Available, Claims Scheduled: \$ 0.00, Claims Asserted: Not Applicable, Claims scheduled to be discharged without payment (without deducting the value of collateral or debts excepted from discharge): \$ 0.00. (LEONARD, WILLIAM) (Entered: 02/03/2011)
03/18/2011	<u>7</u> (1 pg)	Final Decree, Discharge of Trustee and Closing of Chapter 7 Case (tes) (Entered: 03/18/2011)
03/18/2011	<u>8</u>	Trustee Voucher Amount Paid: \$60.00 Voucher Number: 11464800527 (admin) (Entered: 03/29/2011)

# **Exhibit 2**

# **Exhibit 2**

B9B (Official Form 9B) (Chapter 7 Corporation/Partnership No Asset Case) (12/07)

Case Number 10-33982-bam

UNITED STATES BANKRUPTCY COURT District of Nevada

## Notice of Chapter 7 Bankruptcy Case, Meeting of Creditors, & Deadlines

A chapter 7 bankruptcy case concerning the debtor(s) listed below was filed on 12/28/10.

You may be a creditor of the debtor. **This notice lists important deadlines.** You may want to consult an attorney to protect your rights. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below. NOTE: The staff of the bankruptcy clerk's office cannot give legal advice. Case documents may be viewed at [www.nvb.uscourts.gov](http://www.nvb.uscourts.gov).

**Important Notice to Individual Debtors:** Debtors who are individuals must provide government-issued photo identification and proof of social security number at the meeting of creditors. Failure to do so may result in the dismissal of their case.

### See Reverse Side For Important Explanations

Debtor(s) (name(s) used by the debtor(s) in the last 8 years, including married, maiden, trade, and address):  
MILLENNIUM HOLDING GROUP, INC.  
P.O. BOX 530512  
HENDERSON, NV 89053

Case Number:  
10-33982-bam  
Judge: BRUCE A. MARKELL

Social Security / Individual Taxpayer ID / Employer Tax ID / Other  
nos:  
88-0109108

Attorney for Debtor(s) (name and address):  
ROBERT ATKINSON  
KUPPERLIN LAW  
10120 S EASTERN AVE STE 202  
HENDERSON, NV 89052  
Telephone number: (702) 614 0600

Bankruptcy Trustee (name and address):  
WILLIAM A LEONARD  
6625 S. VALLEY VIEW #224  
LAS VEGAS, NV 89118  
Telephone number: (702) 262-9322

### Meeting of Creditors

Date: **February 2, 2011**

Time: **09:30 AM**

Location: **300 Las Vegas Blvd., South, Room 1500, Las Vegas, NV 89101**

### Creditors May Not Take Certain Actions:

In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Consult a lawyer to determine your rights in this case.

### Please Do Not File a Proof of Claim Unless You Receive a Notice To Do So.

### Creditor with a Foreign Address:

A creditor to whom this notice is sent at a foreign address should read the information under "Do Not File a Proof of Claim at This Time" on the reverse side.

**Address of the Bankruptcy Clerk's Office:**  
300 Las Vegas Blvd., South  
Las Vegas, NV 89101  
Telephone number: (702) 527-7000

**For the Court:**  
Clerk of the Bankruptcy Court:

*Mary A. Schott*

Mary A. Schott

Hours Open: Monday – Friday 9:00 AM – 4:00 PM

Date: 12/29/10

**EXPLANATIONS****B9B (Official Form 9B) (12/07)**

<b>Filing of Chapter 7 Bankruptcy Case</b>	A bankruptcy case under Chapter 7 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by or against the debtor(s) listed on the front side, and an order for relief has been entered.
<b>Legal Advice</b>	The staff of the bankruptcy clerk's office cannot give legal advice. Consult a lawyer to determine your rights in this case.
<b>Creditors Generally May Not Take Certain Actions</b>	Prohibited collection actions are listed in Bankruptcy Code §362. Common examples of prohibited actions include contacting the debtor by telephone, mail or otherwise to demand repayment, taking actions to collect money or obtain property from the debtor; repossessing the debtor's property; and starting or continuing lawsuits or foreclosures. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay.
<b>Meeting of Creditors</b>	A meeting of creditors is scheduled for the date, time and location listed on the front side. The <i>debtor's representative must be present at the meeting to be questioned under oath by the trustee and by creditors</i> . Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date without further notice.
<b>Do Not File a Proof of Claim at This Time</b>	There does not appear to be any property available to the trustee to pay creditors. <i>You therefore should not file a proof of claim at this time</i> . If it later appears that assets are available to pay creditors, you will be sent another notice telling you that you may file a proof of claim, and telling you the deadline for filing your proof of claim. If this notice is mailed to a creditor at a foreign address, the creditor may file a motion requesting the court to extend the deadline.
<b>Bankruptcy Clerk's Office</b>	Any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed on the front side. You may inspect all papers filed, including the list of the debtor's property and debts and the list of the property claimed as exempt, at the bankruptcy clerk's office or at <a href="http://www.nvb.uscourts.gov">www.nvb.uscourts.gov</a> .
<b>Creditor with a Foreign Address</b>	Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.
<b>Trustee Information</b>	<p>The United States Trustee has appointed the herein named person as interim trustee effective the date of filing as shown on page 1 of this form. The case is covered by a trustee's blanket bond, the original of which is on file with the court.</p> <p>The trustee may abandon property of the estate that is burdensome or is of inconsequential value and benefit to the estate without further notice of abandonment, pursuant to 11 U.S.C. Section 554(a). Further notice will be provided upon request only. Any non-exempt property scheduled, but not administered at the time of closing of a case will be deemed abandoned pursuant to 11 U.S.C. Section 554(c).</p> <p>Please note that the trustee may use, sell or lease all non-exempt property of the estate which has an aggregate value of less than \$2,500 <b>WITHOUT FURTHER NOTICE TO CREDITORS</b>. Pursuant to Federal Bankruptcy Rule 6004(d) any objection to the sale of estate property may be filed and served by a party in interest within 25 days of the mailing of this Notice of Commencement of Case.</p>
<b>Refer to Other Side for Important Deadlines and Notices</b>	

# CERTIFICATE OF NOTICE

District/off: 0978-2  
Case: 10-33982

User: lhenderso  
Form ID: B9B

Page 1 of 3  
Total Noticed: 124

Date Rcvd: Dec 29, 2010

The following entities were noticed by first class mail on Dec 31, 2010.

db  
aty  
6635305  
+MILLENIUM HOLDING GROUP, INC., P.O. BOX 530512, HENDERSON, NV 89053-0512  
+ROBERT ATKINSON, KUPPERLIN LAW, 10120 S EASTERN AVE STE 202, HENDERSON, NV 89052-3951  
+Adam D. Mitzner, Esq., Acct No NY Case # 604132-2006, Gersten Savage LLP,  
600 Lexington Avenue, New York, NY 10022-6000  
6635306  
+Aetna, Acct No xxxx6085, 1425 Union Meeting Road, P.O. Box 2321, Blue Bell, PA 19422-8321  
6635307  
+American, P.O. Box 619616, DFW Airport, TX 75261-9616  
6635308  
+April Shon, 20472 Saratoga Los Gatos Road, Saratoga, CA 95070-5911  
6635309  
+Automatic Data Processing, Inc. - ADP, Acct No xxx037R, 51 Mercedes Way,  
Edgewood, NY 11717-8368  
6635310  
+Benedict James & Cynthia A. Bauer, 11328 Tecumseh, Redford, MI 48239-2264  
6635311  
+Binary.Net, Acct No rh4, 134 S. 13th Street, Suite 301, Lincoln, NE 68508-1914  
6635312  
+Blair T. Holder, 304 Hillcrest Drive NE, New Philadelphia, OH 44663-2730  
6635313  
+Bruno's Landscaping, P.O. Box 778184, Henderson, NV 89077-8184  
6635314  
+Business Wire, Acct No xxxxxxx & xxx7604, 44 Montgomery Street, 39th Floor,  
San Francisco, CA 94104-4812  
6635315  
+California Franchise Tax Board, 3321 Power Inn Road, Suite 250, Sacramento, CA 95826-3893  
6635316  
+Carl P. Ranno, 2733 E. Vista Drive, Phoenix, AZ 85032-4957  
6635317  
+Carla Aufdenkamp, P.O. Box 530512, Henderson, NV 89053-0512  
6635318  
+Catherine S. Ratelle, 6393 Buckaroo Avenue, Las Vegas, NV 89108-4322  
6635319  
+Charles V. Barrett, 17351 Tall Tree Trail, Chagrin Falls, OH 44023-1423  
6635320  
+Chavez & Koch, CPA's, Ltd., Acct No xxxxx0000, c/o Kondler, Chavez & Koch, CPA's,  
6460 Medical Center Street, Suite 230, Las Vegas, NV 89148-2421  
6635321  
+Childers' Financial Services, Inc., 205 Parkers Mill Road, Somerset, KY 42501-3151  
6635322  
+Christopher Hunter, Esq., Acct No NV Case #07A534614, Wanderer Law PC,  
302 E. Carson Avenue, Suite 520, Las Vegas, NV 89101-5907  
6635323  
+City of Henderson, Acct No xxxxx7836, 240 Water Street, P.O. Box 95050,  
Henderson, NV 89009-5050  
6635324  
+City of Henderson, P.O. Box 95050, Henderson, NV 89009-5050  
6635325  
+City of Las Vegas, 400 Stewart Avenue, Las Vegas, NV 89101-2986  
6635326  
+City of North Las Vegas, 2200 Civic Center Drive, North Las Vegas, NV 89030-6313  
6635327  
+Claire Y. Dossier, Esq., Acct No NV Case #A-10-615556-F, Snell & Wilmer, LLP,  
3883 Howard Hughes Parkway, Suite 1100, Las Vegas, NV 89169-0965  
6635328  
+Clark County Assessor, Attn: Bankruptcy, 500 South Grand Central Parkway, Box 551401,  
Las Vegas, NV 89155-1401  
6635329  
+Clark County Treasurer, Attn: Bankruptcy, 500 S Grand Central Parkway, PO Box 551220,  
Las Vegas, NV 89155-1220  
6635330  
+Compushare, Inc., Acct No M110, Three Hutton Centre Drive, Suite 700,  
Santa Ana, CA 92707-8752  
6635331  
+Connelly Roberts & McGivney, LLC, Acct No xxxxx0001, 55 W. Monroe Street, Ste. 1700,  
Chicago, IL 60603-5125  
6635332  
+Curtice L. Newcom Jr., 4021 Brentwood Drive, Owensboro, KY 42301-6839  
6635337  
+DHL (formerly Airborne Express), Acct No xxxxx6217, xxxxxxxxx & xxx3837,  
1200 S. Pine Island Road, Suite 600, Plantation, FL 33324-4465  
6635333  
+Dana F. Cole & Company, Acct No xxxxx5 001, 1248 O Street, Suite 500,  
Lincoln, NE 68508-1424  
6635334  
+David W. Novack, Esq., Acct No NJ Case #DC-5612-01, Egan & Novack, LLC,  
195 Route 46 West, Suite 11, Totowa, NJ 07512-1833  
6635335  
+De Joya Griffith & Company, LLC, 2580 Anthem Village Drive, Henderson, NV 89052-5503  
6635336  
+Dennis Burns, P.O. Box 362, Tiffin, OH 44883-0362  
6635338  
+Donohue Brown Mathewson & Smyth, LLC, Acct No x0723, 140 S. Dearborn, Suite 800,  
Chicago, IL 60603-5206  
6635339  
+Earl Roberts, P.O. Box 425, Tiffin, OH 44883-0425  
6635340  
+Edward F. Malone, Esq., Acct No NV Case #A-10-615556-F, Barack Ferrazzano Kirschbaum,  
200 W. Madison Street, Suite 3900, Chicago, IL 60606-3459  
6635341  
+Edward F. Malone, Esq., Acct No NV Case #CV-S-05-0356-JCM-LRL, Barack Ferrazzano Kirschbaum,  
200 W. Madison Street, Suite 3900, Chicago, IL 60606-3459  
6635342  
+Eliassen, Dennis, 25300 Ridgewood Drive, Farmington Hills, MI 48336-1052  
6635343  
+Embarq Communications, Inc., Acct No xxxxx0369, P.O. Box 8188, London, KY 40742-8188  
6635344  
+Embarq Communications, Inc., P.O. Box 8188, London, KY 40742-8188  
6635345  
+Envision Capital, LLC, P.O. Box 2112, Fort Lauderdale, FL 33303-2112  
6635346  
+FedEx, Acct No xxxxx-403-4, P.O. Box 332, Memphis, TN 38101-0332  
6635347  
+Friedman & Holtz, P.C., Acct No xx111A, 150 S. Wacker Drive, Suite 2600,  
Chicago, IL 60606-4202  
6635348  
+Fusion Capital Fund II, LLC, 222 Merchandise Mart Plaza, Ste 9-112, Chicago, IL 60654-1216  
6635350  
+GLS Landscaping, Inc., 1520 Patrick Lane, Henderson, NV 89014-2501  
6635349  
+Gemisys, Acct No x1576, 7103 S. Revere Parkway, Englewood, CO 80112-3936  
6635351  
+Gregorio Reyes-Martinez, dba ABC Landscaping, 8285 Gulfstar Lane, Las Vegas, NV 89147-6178  
6635352  
+Gusrae Kaplan Bruno & Nusbaum PLLC, 120 Wall Street, New York, NY 10005-3977  
6635353  
+Hangers, 2101 G St, Lincoln, NE 68510-2932  
6635354  
+Hobe & Lucas CPA, Inc., Acct No M174, 4807 Rockside Road, Suite 510,  
Independence, OH 44131-2162  
6635355  
+Howard Roitman, Esq., Acct No NV Case #09A579265, Howard Roitman & Associates PC,  
8921 W. Sahara Avenue, Suite B, Las Vegas, NV 89117-5889  
6635356  
+Imperial Financial Printing, 7100 E. Lincoln Drive, Suite D230, Scottsdale, AZ 85253-4453  
6635358  
+Internet Wire, Acct No x4273, c/o Market Wire, 5757 W. Century Blvd., Suite 200,  
Los Angeles, CA 90045-6454  
6635359  
+InvestSource, Inc., 7451 Warner Avenue, Suite 342, Huntington Beach, CA 92647-5494  
6635360  
+InvestSource, Inc., 7071 Warner Avenue, Suite F-416, Huntington Beach, CA 92647-5495  
6635361  
+J & S Lawn Maintenance, P.O. Box 24415, Las Vegas, NV 89101-0206  
6635362  
+Jacqueline J. Sherbrook, 25840 Ridgewood Drive, Farmington Hills, MI 48336-1062  
6635365  
+John E. Queen, 13006 Hamilton Street, Omaha, NE 68154-1272  
6635366  
+Jolley Urga Wirth Woodbury Standish, Acct No xxxxx-xxxx-xxx & xxxxx-xxxx0-ARA,  
Wells Fargo Tower, 16th Floor, 3800 Howard Hughes Parkway, Las Vegas, NV 89169-0925

District/off: 0978-2  
Case: 10-33982

User: lhenderso  
Form ID: B9B

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Total Noticed: 124

Date Rcvd: Dec 29, 2010

6635367 +Jolley Urga Wirth Woodbury Standish, Wells Fargo Tower, 16th Floor,  
3800 Howard Hughes Parkway, Las Vegas, NV 89169-0925  
6635368 +Joseph A. Mantey & Kendra L. Schwartz, 25779 Ridgewood Drive, Farmington Hills, MI 48336-1063  
6635369 +Kevin & Dawn McGunagle, 25443 Ridgewood Drive, Farmington Hills, MI 48336-1054  
6635370 +Kinko's, 800 N. 48th Street, Lincoln, NE 68504-3301  
6635371 +Law Offices of John G. Prather, 48 Public Square, P.O. Box 616, Somerset, KY 42502-0616  
6635373 +Lawrence D. & Diane R. Derderian, 22544 Lawrence Street, Dearborn, MI 48128-1398  
6635374 +Lewis and Roca, LLP, Acct No xxxxx-x0002, 3993 Howard Hughes Parkway,  
Las Vegas, NV 89169-0961  
6635375 +Lincoln Journal Star, Acct No xxxxx849-5, P.O. Box 80499, Lincoln, NE 68501-0499  
6635382 MCI Worldcom, Acct No xx-xxxxxxxxxxx-x0475, P.O. Box 4645, Iowa City, IA 52244  
6635376 Mail Boxes, Etc., 40th & Old Cheney Road, Lincoln, NE 68516  
6635378 +Mark Fawcett, 5092 Gleason Drive, Whitmore Lake, MI 48189-9062  
6635379 +Mark Koch, 349 Gulf Stream Way, Costa Mesa, CA 92627-2291  
6635380 +Market Advantages, Inc., Market Advantages Consulting LLC, 1636 S. Los Alamos Circle,  
Mesa, AZ 85204-7223  
6635381 +Maura A. & Todd M. Sanders, 110 Brookfair Lane, Leesburg, GA 31763-5721  
6635383 +Mendoza Berger Company, Acct No xxxxx0 001, 9838 Research Drive, Irvine, CA 92618-4310  
6635384 +Milliman USA, Acct No x6MHG, 1120 S. 101st Street, Suite 400, Omaha, NE 68124-1088  
6635389 +NV DETR, 500 East Third Street, Carson City, NV 89713-0001  
6635388 +NV Dept of Motor Vehicles, Attn: Legal Division, 555 Wright Way, Carson City, NV 89711-0002  
6635390 +NV Energy, Acct No xxxxxxxxxxxxxxxx8604, 6226 W. Sahara Avenue, P.O. Box 98910,  
Las Vegas, NV 89151-0001  
6635391 +NV Office Labor Commissioner, Acct No NV Case #08A567614, 555 E. Washington Avenue, #4100,  
Las Vegas, NV 89101-1069  
6635392 +NVSTrain, P.O. Box 362, Tiffin, OH 44883-0362  
6635385 +National Assn Insurance Commissioners, Acct No xx8327, 2301 McGee Street, Suite 800,  
Kansas City, MO 64108-2662  
6635386 +Nevada Dept of Taxation, Attn: Bankruptcy, 555 E. Washington Ave Suite 1300,  
Las Vegas, NV 89101-1046  
6635387 +Nextel (Nextel Partners), Acct No xxxxxxxx025-9, 6880 Bermuda Road, Suite 100,  
Las Vegas, NV 89119-3615  
6635396 +PR Newswire, Acct No xxxxxx & xx3681, G.P.O. Box 5897, New York, NY 10087-5897  
6635393 +Paul R. Hejmanowski, Esq., Acct No NV Case #CV-S-05-0356-JCM-LRL, Lionel Sawyer & Collins,  
300 S. Fourth Street Ste 1700, Las Vegas, NV 89101-6053  
6635394 +Paul T. Jacobs, Acct No x0966, 22911 Papago Road, Apple Valley, CA 92307-1126  
6635395 +Philip A. Waldron, CPA, P.C., 1919 S. 40th Street, Suite 306, Lincoln, NE 68506-5248  
6635397 +Pro Design, LLC, P.O. Box 368, Bunker Hill, WV 25413-0368  
6635398 +Realty Consultants Corporation, 304 Persimmon Way, Harrodsburg, KY 40330-8715  
6635399 +Republic Services, Acct No xxxx xx x xx159 9, 770 E. Sahara Avenue,  
Las Vegas, NV 89104-2909  
6635400 +Richard & Carla Ham, P.O. Box 530512, Henderson, NV 89053-0512  
6635401 +Richard Ham, P.O. Box 530512, Henderson, NV 89053-0512  
6635402 Rigo Landservice, c/o Rodrigo Resendiz, 20 Montello Avenue, Las Vegas, NV 89110  
6635403 +Robert Eliassen Jr., 726 Tickner Street, Linden, MI 48451-8917  
6635405 +Ruder Finn, Acct No x4103, 301 E. 57th Street, New York, NY 10022-5997  
6635408 +Sarmad Jabro, Trustee of the Sarmad Jabr, 6073 Northcreek Court,  
West Bloomfield, MI 48322-2096  
6635409 +Scott C. Sandberg, Esq., Acct No NV Case #CV-S-05-0356-JCM-LRL, Snell & Wilmer, LLP,  
1200 Seventeenth Street, Suite 1900, Denver, CO 80202-5854  
6635410 +South Eastern Appraisal, Inc., Acct No xxxxx9007, 127 Monticello Street, Suite 1,  
Somerset, KY 42501-2357  
6635412 +Sprint, Acct No xxx-xxx-7726, P.O. Box 600607, Jacksonville, FL 32260-0607  
6635415 +St. Rose Executive Suites, LLC, Acct No Fynancial Mortgage Corp, 2831 St. Rose Parkway, #200,  
Henderson, NV 89052-4841  
6635416 +Standard & Poor's, Acct No xxxxxxx5379, 55 Water Street, New York, NY 10041-0004  
6635417 +Steve's Lawn Service, Acct No 129, 2392 Wood Village Drive, Henderson, NV 89044-4491  
6635418 +Steven Miller, 261 Single Petal Street, Henderson, NV 89074-8786  
6635419 +Stout Risius Ross, Inc., Acct No xxx2833, One South Wacker Drive, 38th Floor,  
Chicago, IL 60606-4615  
6635421 +The Corporate Place, Inc., 601 E. Charleston Boulevard, #100, Las Vegas, NV 89104-1508  
6635422 +The Corporate Place, Inc., Acct No Re: FYNRE, 601 E. Charleston Boulevard, #100,  
Las Vegas, NV 89104-1508  
6635423 +The Depository Trust Company, Acct No xxxxx / xxxxxxxxxxxxx1000, 55 Water Street,  
New York, NY 10041-0004  
6635424 +Thomas F. Kennedy, P.O. Box 27844, Ralston, NE 68127-0844  
6635425 +Tullis Landscaping & Maintenance, Acct No 5202, 2480 Cedar Meadows Street,  
Henderson, NV 89052-4921  
6635427 ++US BANK, PO BOX 5229, CINCINNATI OH 45201-5229  
(address filed with court: US Bank, Acct No xxxxxxxx5634, P.O. Box 1800,  
St. Paul, MN 55101)  
6635428 +US Securities and Exchange Commission, Acct No Ticker: MNHG, Attn: Bankruptcy,  
5670 Wilshire Boulevard, 11th Floor, Los Angeles, CA 90036-5627  
6635426 +United, 77 W. Wacker Drive, Chicago, IL 60601-1604  
6635429 +Verizon, P.O. Box 6000, Hayden, ID 83835-2009  
6635430 Wayne O. Barr, P.O. Box 938, Invermere, BC V0A1K0, CANADA  
6635431 +Wert-Berater Commercial, 3753 Howard Hughes Pkwy Ste 200, Las Vegas, NV 89169-0952

The following entities were noticed by electronic transmission on Dec 30, 2010.  
tr +EDI: BWALEONARD.COM Dec 29 2010 22:58:00 WILLIAM A LEONARD, 6625 S. VALLEY VIEW #224,  
LAS VEGAS, NV 89118-4554  
ust +E-mail/Text: USTPRegion17.LV.ECF@usdoj.gov U.S. TRUSTEE - LV - 7,  
300 LAS VEGAS BOULEVARD, SO., SUITE 4300, LAS VEGAS, NV 89101-5803

District/off: 0978-2  
Case: 10-33982

User: lhenderso  
Form ID: B9B

Page 3 of 3  
Total Noticed: 124

Date Rcvd: Dec 29, 2010

The following entities were noticed by electronic transmission (continued)

6635357 EDI: IRS.COM Dec 29 2010 22:58:00 Internal Revenue Service, Centralized Insolvency,  
PO Box 7346, Philadelphia, PA 19101-7346  
6635363 +EDI: FORD.COM Dec 29 2010 22:58:00 Jaguar, Acct No xxxx8106,  
National Bankruptcy Service Center, P.O. Box 537901, Livonia, MI 48153-7901  
6635411 +EDI: NEXTEL.COM Dec 29 2010 22:58:00 Sprint, Acct No xxxxx0369, P.O. Box 15955,  
Shawnee Mission, KS 66285-5955  
6635413 +EDI: NEXTEL.COM Dec 29 2010 22:58:00 Sprint Conferencing Services, Acct No xxxxx1780,  
P.O. Box 101343, Atlanta, GA 30392-1343  
6635414 EDI: NEXTEL.COM Dec 29 2010 22:58:00 Sprint Nextel, Attn: Bankruptcy Dept, PO Box 7949,  
Overland Park, KS 66207-0949

TOTAL: 7

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*  
6635364 ##+James & Sylvia Nafso, 6850 Cambridge Court, West Bloomfield, MI 48322-2964  
6635372 ##+Law Offices of Patrick C. Clary, Charter, 7201 W. Lake Mead Blvd., Suite 503,  
Las Vegas, NV 89128-8350  
6635377 ##+Marc C. Gabriel, 7288 Plantanus Avenue, Las Vegas, NV 89113-3227  
6635404 ##+Ross Engineering, Inc., Acct No xxxxxx & xx2502, 201 N. 8th Street, Suite 401,  
P.O. Box 80681, Lincoln, NE 68501-0681  
6635406 ##+Runyon Architects and Associates, Inc., Acct No 140, 2508 Highlander Way, Suite 210,  
Carrollton, TX 75006-2532  
6635407 ##+Sarmad Jabro for Sarmad Jabro Estates, 6073 Northcreek Court, West Bloomfield, MI 48322-2096  
6635420 ##+Sutura, Inc., 17080 Newhope Street, Fountain Valley, CA 92708-4206

TOTALS: 0, \* 0, ## 7

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

Addresses marked '++' were redirected to the recipient's preferred mailing address  
pursuant to 11 U.S.C. 342(f)/Fed.R.Bank.PR.2002(g) (4).

Addresses marked '##' were identified by the USPS National Change of Address system as undeliverable. Notices  
will no longer be delivered by the USPS to these addresses; therefore, they have been bypassed. The  
debtor's attorney or pro se debtor was advised that the specified notice was undeliverable.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner  
shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security  
Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the  
bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 31, 2010

Signature:

*Joseph Speetjens*

# **Exhibit 3**

# **Exhibit 3**

**United States Bankruptcy Court  
District of Nevada**

**Case No. 10-33982-bam**

**Chapter 7**

In re: (Name of Debtor)

MILLENIUM HOLDING GROUP, INC.

P.O. BOX 530512

HENDERSON, NV 89053

Social Security No.:

**FINAL DECREE**

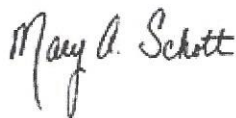
The estate of the above named debtor(s) has been fully administered.

IT IS ORDERED THAT WILLIAM A LEONARD is discharged as trustee of the estate of the above named debtor(s).

The Chapter 7 case of the above named debtor(s) is closed.

Dated: 3/18/11

BY THE COURT



Mary A. Schott  
Clerk of the Bankruptcy Court

---

# **Exhibit 4**

# **Exhibit 4**

## BUSINESS COURT CIVIL COVER SHEET

A- 14- 697225- B

Clark County, Nevada

Case No. \_\_\_\_\_

(Assigned by Clerk's Office)

X I I I

**I. Party Information**

Plaintiff(s) (name/address/phone):

THOMAS F. KENNEDY, individually and derivatively as  
Nominal Plaintiff on behalf of Real Party in Interest  
MILLENNIUM HOLDING GROUP, INC., a Nevada  
corporation, a/k/a TANGENT, a Nevada corporation

Attorney (name/address/phone):

Joseph G. Went, Esq.  
Holland & Hart, LLP  
9555 Hillwood Drive, 2nd Floor  
Las Vegas, Nevada 89134 // Telephone: (702) 669-4600

Defendant(s) (name/address/phone):

RICHARD HAM, an individual; CARLA HAM, an individual;  
CLEARTRUST, LLC, a Florida limited liability company, and  
MILLENNIUM HOLDING GROUP, INC., a Nevada  
corporation, a/k/a TANGENT, a Nevada corporation,  
Nominal Defendant.

Attorney (name/address/phone):

**II. Nature of Controversy**☐ Arbitration Requested

Please check the applicable boxes for both the civil case type and business court case type.

**Civil Cases****Real Property**

- ☐ **Landlord/Tenant**  
☐ Unlawful Detainer  
☐ **Title to Property**  
☐ Foreclosure  
☐ Liens  
☐ Quiet Title  
☐ Specific Performance  
☐ **Other Real Property**  
☐ Partition  
☐ Planning/Zoning

**Negligence Torts**

- ☐ **Negligence – Premises Liability**  
(Slip/Fall)  
☐ **Negligence – Other**

**Torts**

- ☐ **Product Liability**  
☐ Motor Vehicle-Product Liability  
☐ Other Torts-Product Liability  
☐ **Intentional Misconduct**  
☐ Defamation (Libel/Slander)  
☐ Interfere with Contract Rights  
☐ **Employment Torts (Wrongful Termination)**  
☐ **Other Torts**  
☐ Anti-trust  
☐ Fraud/Misrepresentation  
☐ Insurance  
☐ Legal Tort  
☐ Unfair Competition

**Other Civil Types**

- ☐ **Civil Writ**  
☐ Other Special Proceeding  
☐ **Other Civil Filing**  
☐ Compromise of Minor's Claim  
☐ Conversion of Property  
☐ Damage to Property  
☐ Employment Security  
☐ Enforcement of Judgment  
☐ Foreign Judgment -- Civil  
☐ Other Personal Property  
☐ Recovery of Property  
☐ Stockholder Suit  
☐ Other Civil Matters

☐ **Construction Defect**

- ☐ Chapter 40  
☐ General

☐ **Breach of Contract**

- ☐ Building & Construction  
☐ Insurance Carrier  
☐ Commercial Instrument  
☐ Other Contracts/Acct/Judgment  
☐ Collection of Actions  
☐ Employment Contract  
☐ Guarantee  
☐ Sale Contract  
☐ Uniform Commercial Code

☐ **Civil Petition for Judicial Review**

- ☐ Foreclosure Mediation  
☐ Other Administrative Law  
☐ Department of Motor Vehicles  
☐ Worker's Compensation Appeal

**Business Court****Business Court Case Type****Clark County Business Court**

- ☐ NRS Chapters 78-89  
☐ Commodities (NRS 91)  
☐ Securities (NRS 90)  
☐ Mergers (NRS 92A)  
☐ Uniform Commercial Code (NRS 104)  
☐ Purchase or Sale of Stock /Assets of  
Business/ Corporate Real Estate  
☐ Trade-mark/Trade Name (NRS 600)  
☐ Enhanced Case Mgmt/Business  
☒ Other Business Court Matters

**Washoe County Business Court**

- ☐ NRS Chapters 78-88  
☐ Commodities (NRS 91)  
☐ Securities (NRS 90)  
☐ Investments (NRS 104 Art. 8)  
☐ Deceptive Trade Practices (NRS 598)  
☐ Trade-mark/Trade Name (NRS 600)  
☐ Trade Secrets (NRS 600A)  
☐ Enhanced Case Mgmt/Business  
☐ Other Business Court Matters

March 5, 2014  
Date

Signature of initiating party or representative

Electronically Filed  
03/05/2014 02:59:19 PM

  
CLERK OF THE COURT

**COMP**

Lars K. Evensen, Esq.  
Nevada Bar No. 8061  
Joseph G. Went, Esq.  
Nevada Bar No. 9220  
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9555 Hillwood Drive, 2nd Floor  
Las Vegas, Nevada 89134  
(702) 669-4600  
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[lkevensen@hollandhart.com](mailto:lkevensen@hollandhart.com)  
[jgwent@hollandhart.com](mailto:jgwent@hollandhart.com)

*Attorneys for Plaintiff*

**DISTRICT COURT****CLARK COUNTY, NEVADA**

THOMAS F. KENNEDY, individually and  
derivatively as Nominal Plaintiff on behalf of  
Real Party in Interest MILLENIUM HOLDING  
GROUP, INC., a Nevada corporation, a/k/a  
TANGENT, a Nevada corporation,

Plaintiff,

v.

RICHARD HAM, an individual; CARLA HAM,  
an individual; CLEARTRUST, LLC, a Florida  
limited liability company,

Defendants.

and

MILLENIUM HOLDING GROUP, INC., a  
Nevada corporation, a/k/a TANGENT, a Nevada  
corporation,

Nominal Defendant.

CASE NO.: A- 14- 697225- B

DEPT NO.:

**XIII**  
**COMPLAINT**

*(Business Court Designation Requested)*

For his complaint (the "Complaint"), THOMAS F. KENNEDY, an individual ("Kennedy" or "Plaintiff"), an investor in MILLENIUM HOLDING GROUP, INC., a Nevada corporation, a/k/a TANGENT, a Nevada corporation ("MHG"), on his own behalf and derivatively on behalf of Real Party in Interest MHG, by and through his counsel, Holland & Hart LLP, hereby alleges against Defendants RICHARD HARM ("R. Ham"), CARLA HAM ("C. Ham"), and CLEARTRUST, LLC, a Florida limited liability company ("ClearTrust") (together, the

“Defendants”), as follows:

**PARTIES**

1. Kennedy is a shareholder of MHG.

2. MHG is, and was at all relevant times hereto, a Nevada corporation formed under the laws of the state of Nevada, and doing business in Clark County, Nevada.

3. MHG is a real party in interest of the derivative claims asserted herein by Kennedy, and therefore is also a Nominal Defendant.

4. R. Ham is, and was at all times relevant hereto, an officer and/or director of MHG, and a resident of Clark County, Nevada.

5. C. Ham, is, and was at all times relevant hereto, an officer and/or director of MHG, and a resident of Clark County, Nevada.

6. ClearTrust is an alleged stock transfer agent providing services to MHG in Clark County, Nevada.

**JURISDICTION AND VENUE**

7. The Eighth Judicial District Court has subject matter jurisdiction over this matter pursuant to Article 6, Section 6 of the Nevada State Constitution and NRS 14.065.

8. The Eighth Judicial District Court is the proper venue for this matter pursuant to NRS 13.040.

**DERIVATIVE ALLEGATIONS**

9. For the derivative claims brought by Kennedy on behalf of MHG, Nevada law applies.

10. Nevada law allows a shareholder of a corporation to bring an action to enforce a right of a corporation against its board of directors and officers, in addition to third parties.

11. Kennedy brings the derivative claims for, on behalf of, and in conjunction with real party in interest MHG, and to otherwise prevent and/or remedy continuing and ongoing unlawful conduct and egregious breaches of fiduciary duties engaged in by R. Ham, the controlling shareholder of MHG.

12. Kennedy fairly and adequately represents the interests of other MHG investors,

owners, and/or members similarly situated in enforcing the rights of MHG.

13. R. Ham's actions, as they relate to his duties as an officer and director of MHG, constitute willful and gross breaches of fiduciary duties owed to MHG and its shareholders, and as such, R. Ham has damaged and continues to damage the value of the ownership interests in MHG.

14. No demand has been made upon the current management of MHG to bring suit against R. Ham because R. Ham, as the controlling officer, director, and agent of MHG, would have to bring suit against himself. Thus, demand would be futile. Kennedy, in his capacity as nominal plaintiff, is therefore entitled to allege the derivative claims set forth herein in the name of MHG.

15. Kennedy has been a lender to R. Ham and C. Ham for several years, with the last transaction occurring in September 2011.

16. The lending relationship between Kennedy and R. Ham and C. Ham unraveled in October 2011 after R. Ham and C. Ham defaulted under the terms of the September 2011 transaction.

### GENERAL ALLEGATIONS

#### **A. The August 3, 2004 Loan - \$300,000.00.**

17. On or about August 3, 2004, R. Ham executed and delivered a promissory note ("Note 1") to Kennedy, whereby R. Ham agreed to pay to Kennedy the original principal sum of \$300,000.00 ("Loan 1"), together with interest thereon.

18. On August 3, 2004, to secure the repayment of Note 1, R. Ham and C. Ham executed a Security Agreement ("Security Agreement 1") whereby R. Ham and C. Ham granted to Kennedy a security interest in the collateral described therein, including 321,620 shares of common stock of MHG (the "Collateral").

19. The Collateral is represented by three certificates: (a) certificate 7738, representing 65,000 shares of MHG stock, (b) certificate 7736, representing 100,000 shares of MHG stock, and (c) certificate 7739, representing 156,620 shares of MHG stock.

20. In August 2004, Kennedy obtained possession of the original certificates comprising the Collateral.

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Las Vegas, NV 89134

21. The original maturity date of Note 1 was December 16, 2004.

22. On February 23, 2005, Kennedy and R. Ham entered into a modification agreement (the "Modification Agreement") in connection with Note 1 wherein the principal sum due under Note 1 was increased to \$315,000.00 and the maturity date was extended to January 10, 2006.

23. R. Ham defaulted under the terms of Note 1 by failing to make the payment required thereunder.

24. The documents related to Loan 1, including Note 1, Security Agreement 1, the Modification Agreement, along with all other amendments or modifications thereto, are collectively referred to herein as the "Loan 1 Documents."

**B. The September 15, 2006 Loan - \$332,500.00.**

25. On or about September 15, 2006, R. Ham and C. Ham executed and delivered a promissory note ("Note 2") to Kennedy, whereby R. Ham and C. Ham agreed to pay to Kennedy the original principal sum of \$332,500.00 ("Loan 2"), together with interest thereon.

26. The original maturity date of Note 2 was June 30, 2007.

27. R. Ham and C. Ham defaulted under the terms of Note 2 by failing to make the payment required thereunder.

28. The documents related to Loan 2, including Note 2, along with all other amendments or modifications thereto, are collectively referred to herein as the "Loan 2 Documents."

**C. R. Ham And C. Ham's Default Under The Loan Documents.**

29. The Loan 1 Documents and the Loan 2 Documents are collectively referred to herein as the "Loan Documents."

30. On or about January 10, 2006, R. Ham defaulted under the terms of Note 1 by failing to make the payment required thereunder.

31. On or about June 30, 2007, R. Ham and C. Ham defaulted under the terms of Note 2 by failing to make the payment required thereunder.

**D. R. Ham And C. Ham Mismanage MHG And Destroy Its Value.**

32. MHG has been in existence since 1971, operating under its original name, Amex

1 Systems Corporation ("Amex").

2 33. On June 3, 1999, through an amendment to its articles of incorporation, Amex  
3 changed its name to MHG.

4 34. On February 13, 2003, MHG amended its articles of incorporation to provide it with  
5 authority to issue an aggregate of 50,000,000 common capital shares, and 3,000,000 preferred non-  
6 voting shares.

7 35. On October 17, 2012, Kennedy acquired 9,768,504 shares of stock in MHG.

8 36. Since at least 2007, R. Ham and/or C. Ham failed to file required reporting for  
9 MHG with the Securities and Exchange Commission ("SEC").

10 37. R. Ham and C. Ham allowed MHG to lapse into a default status with the Nevada  
11 Secretary of State from 2007 through 2013.

12 38. As a result of R. Ham and C. Ham's failures, MHG suffered a revocation of its  
13 registration as a publicly traded company pursuant to 15 U.S.C. § 78l(j).

14 39. Since suffering the revocation of its registration with the SEC, R. Ham and C. Ham  
15 have taken no action to cause MHG to re-register its stock.

16 40. Since at least 2007 through 2012, R. Ham and C. Ham failed to allow for annual  
17 meetings of shareholders for the purpose of electing new directors.

18 41. On December 28, 2010, R. Ham and C. Ham caused MHG to file a voluntary  
19 chapter 7 bankruptcy petition in the United States Bankruptcy Court for the District of Nevada.

20 42. The schedules and statements filed in connection with the MHG bankruptcy  
21 petition, where were signed by R. Ham, identified \$4,308,807.66 in unsecured debt incurred by  
22 MHG.

23 43. Since at least 2007, R. Ham and C. Ham have taken little or no action for the  
24 benefit of MHG, instead allowing it to accrue crushing unsecured debt.

25 44. R. Ham and C. Ham's failure to properly manage the affairs of MHG jeopardizes its  
26 ability to conduct business in Nevada.

27 45. After years of not holding annual meetings of shareholders, R. Ham and/or C. Ham  
28 caused a notice scheduling such a meeting to be mailed on December 16, 2013 to shareholders of

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Las Vegas, NV 89134

1 MHG scheduling an annual meeting for December 27, 2013.

2 46. R. Ham and C. Ham carefully planned the December 27, 2013 event to be to be as  
3 difficult and inconvenient as possible, which explains shortened notice period (during the  
4 Christmas mailing season) and the designation of a casino in Laughlin, Nevada as the meeting  
5 location.

6 47. R. Ham and C. Ham crafted the purported "Notice" in an attempt to obtain the least  
7 amount of compliance with the technical requirements for such notices, without actually giving  
8 notice to stockholders.

9 48. R. Ham and C. Ham caused the notice documents related to the December 27, 2013  
10 to be misleading by designating an incorrect meeting room, when the actual event was scheduled  
11 to take place behind closed-doors in an employees-only area that is off-limits to the public.

12 49. Between October 8, 2013 and December 10, 2013, R. Ham and/or C. Ham caused  
13 MHG to issue over 21,000,000 shares of stock in MHG to them, either in their individual  
14 capacities or to entities controlled by them.

15 50. The issuance of the over 21,000,000 in shares of MHG to R. Ham and/or C. Ham  
16 was based on a pretext crafted to disguise R. Ham and C. Ham's effort to regain a majority interest  
17 in MHG.

18 51. R. Ham and/or C. Ham caused MHG to issue over 21,000,000 shares of MHG to  
19 them between October 8, 2013 and December 10, 2013 in exchange for no consideration or value.

20 52. ClearTrust has refused to acknowledge and transfer to Kennedy the 9,768,504  
21 shares of stock in MHG Kennedy acquired in October 2012.

22 53. Despite having actual knowledge of the entered order awarding Kennedy ownership  
23 of the 9,768,504 shares of stock in MHG, ClearTrust provided a shareholder list that contained  
24 material errors related to ownership of shares in MHG, such as failing to identify Kennedy as the  
25 beneficial owner of 9,768,504 shares of stock in MHG.

26 **FIRST CLAIM FOR RELIEF**

27 **(Breach of Contract – R. Ham and C. Ham)**

28 54. Kennedy hereby repeats, realleges, and incorporates all of the allegations contained

1 in the preceding paragraphs as though fully set forth herein.

2 55. The Loan Documents are valid, enforceable agreements between Kennedy and R.  
3 Ham and C. Ham, respectively.

4 56. R. Ham and C. Ham have defaulted under the terms of the Loan Documents by,  
5 among other things, failing to pay the principal, interest, and other amounts due to Kennedy under  
6 the Loan Documents.

7 57. Kennedy has duly performed all of the conditions precedent on its part required to  
8 be performed pursuant to the Loan Documents except for those covenants and conditions which  
9 Kennedy is excused from performing due to R. Ham and C. Ham's conduct.

10 58. Kennedy has suffered damages as a result of R. Ham and C. Ham's breach in an  
11 amount in excess of \$10,000.00.

12 59. Pursuant to the terms of the Loan Documents, Kennedy is entitled to its reasonable  
13 attorneys' fees and costs of suit incurred herein in an amount according to proof at time of trial.

14 **SECOND CLAIM FOR RELIEF**

15 **(Breach of Fiduciary Duty – Duty of Care – R. Ham and C. Ham)**

16 60. Kennedy hereby repeats, realleges, and incorporates all of the allegations contained  
17 in the preceding paragraphs as though fully set forth herein.

18 61. R. Ham and C. Ham have failed to fulfill their respective duties of care owed to  
19 Kennedy, other shareholders of MHG, and MHG, and have been, at a minimum, grossly negligent  
20 as more fully described above, including, but not limited to, allowing MHG to suffer the  
21 revocation of its registration with the SEC as a publicly traded company.

22 62. Under the leadership of R. Ham and C. Ham, MHG lost its registration with the  
23 SEC, fell into default status of with the Nevada Secretary of State, filed a pointless chapter 7  
24 bankruptcy petition on behalf of MHG despite the knowledge that a corporation such as MHG is  
25 not entitled to a discharge in bankruptcy, and accumulated crushing debt.

26 63. As a result of R. Ham and C. Ham's conduct described herein, MHG has been  
27 damaged in an amount in excess of \$10,000.00.

28 64. As a result of R. Ham and C. Ham's breach of the duty of care, MHG is entitled to

1 an award of exemplary or punitive damages.

2 **THIRD CLAIM FOR RELIEF**

3 **(Breach of Fiduciary Duty – Duty of Loyalty – R. Ham and C. Ham)**

4 65. Kennedy hereby repeats, realleges, and incorporates all of the allegations contained  
5 in the preceding paragraphs as though fully set forth herein.

6 66. R. Ham and C. Ham improperly directed MHG to issue over 21,000,000 new shares  
7 to them for the purpose of consolidating control of MHG.

8 67. In connection with the issuance of the new shares, R. Ham and C. Ham caused  
9 MHG to undertake a purchase of “alleged” debt for the purpose of manufacturing an accounting  
10 pretext for the issuance of the necessary shares to R. Ham and C. Ham to ensure control of MHG.

11 68. R. Ham and C. Ham have put their own interests above the interests above the  
12 interests of MHG by compelling MHG to perform accounting gimmicks to benefit themselves at  
13 the expense of MHG and its shareholders.

14 69. As a result of the conduct of R. Ham and C. Ham, MHG has been damaged in an  
15 amount in excess of \$10,000.00.

16 70. As a result of R. Ham and C. Ham’s, breaches of their duty of loyalty, MHG is  
17 entitled to an award of exemplary or punitive damages.

18 **FOURTH CLAIM FOR RELIEF**

19 **(Minority Member Oppression – R. Ham and C. Ham)**

20 71. Kennedy hereby repeats, realleges, and incorporates all of the allegations contained  
21 in the preceding paragraphs as though fully set forth herein.

22 72. As alleged more fully above, R. Ham and C. Ham have engaged in conduct that was  
23 intended to and did in fact oppress and unfairly harm Kennedy’s and the other investors’ equity  
24 interest in MHG.

25 73. . Ham and C. Ham’s conduct was burdensome, harsh and wrongful, constituting a  
26 visible departure from the standards of fair dealing and a violation of fair plan on which every  
27 shareholder who entrusts his money to a corporation is entitled to rely.

28 74. Moreover, R. Ham and C. Ham’s conduct is a breach of the fiduciary duties owed

1 by R. Ham and C. Ham as the officers and directors of MHG, in which Kennedy and the other  
2 shareholders of MHG hold equity interests.

3 75. R. Ham and C. Ham's conduct has frustrated Kennedy's and the other shareholders'  
4 of MHG reasonable expectations as owners committing capital to MHG.

5 76. As a result of R. Ham and C. Ham's unjustifiable and oppressive conduct, Kennedy  
6 has been damaged in an amount in excess of \$10,000.00.

7 77. As a result of R. Ham and C. Ham's oppressive conduct, Kennedy is entitled to an  
8 award of exemplary or punitive damages.

9 78. As a result of R. Ham and C. Ham's conduct, as set forth herein, Kennedy has been  
10 required to retain the services of attorneys, and, as a direct, natural, and foreseeable consequence  
11 thereof, have been damaged thereby, and are entitled to reasonable attorneys' fees and costs.

12 **FIFTH CLAIM FOR RELIEF**

13 **(Breach of Covenant of Good Faith and Fair Dealing – R. Ham and C. Ham)**

14 79. Kennedy hereby repeats, realleges, and incorporates all of the allegations contained  
15 in the preceding paragraphs as though fully set forth herein.

16 80. As alleged more fully above, R. Ham and C. Ham owed a contractual duty of good  
17 faith to Kennedy arising out of common law, the MHG articles of incorporation, by laws, and other  
18 governing documents.

19 81. R. Ham and C. Ham have materially breached their duty of good faith by, among  
20 other things alleged more fully above, issuing themselves shares in MHG for the purpose of  
21 obtaining a majority interest to maintain control of MHG, purposefully allowing MHG to lose its  
22 registration with the SEC resulting in its delisting as a publicly traded company, and failing to hold  
23 annual meetings of shareholders to not only disenfranchise shareholders, but to consolidate control  
24 of MHG.

25 82. As a result of R. Ham and C. Ham's unlawful conduct, Kennedy has been damaged  
26 in an amount in excess of \$10,000.00.

27 83. As a result of R. Ham and C. Ham's unlawful conduct, Kennedy is entitled to an  
28 award of exemplary or punitive damages.

1 84. As a result of R. Ham and C. Ham's conduct, as set forth herein, Kennedy has been  
2 required to retain the services of attorneys, and, as a direct, natural, and foreseeable consequence  
3 thereof, have been damaged thereby, and are entitled to reasonable attorneys' fees and costs.

4 **SIXTH CLAIM FOR RELIEF**

5 **(Civil Conspiracy – R. Ham, C. Ham, and ClearTrust)**

6 85. Kennedy hereby repeats, realleges, and incorporates all of the allegations contained  
7 in the preceding paragraphs as though fully set forth herein.

8 86. As alleged more fully above, Defendants have, through their concerted actions,  
9 intended to accomplish unlawful objectives by, among other things as more fully alleged above,  
10 withholding and failing to recognize the transfer of shares of MHG belonging to Kennedy, and  
11 issuing sufficient shares of MHG to R. Ham and C. Ham to ensure a majority interest, thereby  
12 disenfranchising Kennedy.

13 87. Defendants pursued their unlawful objectives for the purposes of harming Kennedy.

14 88. As a result of Defendants' conduct, Kennedy has been damaged in an amount in  
15 excess of \$10,000.00.

16 89. As a result of Defendants' tortious and oppressive conduct, Kennedy is entitled to  
17 an award of exemplary or punitive damages.

18 90. As a result of Defendants' conduct, as set forth herein, Kennedy has been required  
19 to retain the services of attorneys, and, as a direct, natural, and foreseeable consequence thereof,  
20 have been damaged thereby, and are entitled to reasonable attorneys' fees and costs.

21  
22 **SEVENTH CLAIM FOR RELIEF**

23 **(Accounting – R. Ham and C. Ham)**

24 91. Kennedy hereby repeats, realleges, and incorporates all of the allegations contained  
25 in the preceding paragraphs as though fully set forth herein.

26 92. As alleged more fully above, R. Ham and C. Ham caused the issuance of over  
27 21,000,000 in shares of MHG to themselves based on an alleged accounting pretext.

28 93. The actions of R. Ham and C. Ham, as officers, directors, and agents of MHG,

1 render it reasonable, just and equitable to require an accounting.

2 94. Accordingly, Kennedy requests that this Court order that R. Ham and C. Ham  
3 provide a detailed accounting of all of MHG's books and records.

4 95. As a result of R. Ham and C. Ham's conduct, as set forth herein, Kennedy has been  
5 required to retain the services of attorneys, and, as a direct, natural, and foreseeable consequence  
6 thereof, have been damaged thereby, and are entitled to reasonable attorneys' fees and costs.

7 WHEREFORE, Plaintiff requests that this Court enter judgment against Defendants as  
8 follows:

- 9 1. For an accounting of all of MHG's books and records;
- 10 2. For an award of actual, consequential, and incidental damages in an amount to be  
11 determined at trial;
- 12 3. For punitive damages in an amount to be calculated to punish Defendants for their  
13 wrongful conduct and to deter Defendants from similar conduct in the future;
- 14 4. For pre- and post-judgment interest;
- 15 5. For an award of reasonable costs and fees; and

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6. For such other relief as this Court deems just and proper.

DATED on this 24 day of February, 2014.

**HOLLAND & HART LLP**

By: 

Lars K. Evensen, Esq.  
Joseph G. Went, Esq.  
Holland & Hart LLP  
9555 Hillwood Dr., 2nd Floor  
Las Vegas, Nevada 89134

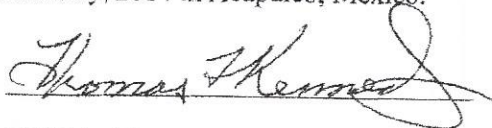
*Attorneys for Plaintiff*

**VERIFICATION**

I, Thomas F. Kennedy, declare that I have reviewed the Verified Complaint (the "Complaint") prepared on my behalf, and derivatively on behalf Real Party in Interest Millenium Holding Group, Inc., a/k/a Tangent ("MHG"), and I authorize its filing. I further declare that I am currently, and was at the times of the wrongs complained of in the Complaint, a shareholder of MHG.

I declare under penalty of perjury under the laws of the State of Nevada that the foregoing is true and correct.

EXECUTED this 22 day of February, 2014 in Acapulco, Mexico.



THOMAS F. KENNEDY

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